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Attorneys for Plaintiff  
KAZUO OKADA  
\* pro hac vice application forthcoming

UNITED STATES DISTRICT COURT  
DISTRICT OF NEVADA

KAZUO OKADA, an individual,  
  
Plaintiff,

v.

WYNN RESORTS, LIMITED, a Nevada  
corporation,  
  
Defendant.

Case No. 2:13-cv-00136-JCM-PAL

**DECLARATION OF JOSEPH E.  
FLOREN IN SUPPORT OF  
PLAINTIFF'S MOTION TO ENJOIN  
FEBRUARY 22, 2013 SPECIAL  
MEETING OF SHAREHOLDERS**

1 I, JOSEPH E. FLOREN, declare as follows:

2 1. I am an attorney at law licensed to practice before all courts in the State of  
3 California, and have signed a petition to appear *pro hac vice* before this Court in this action,  
4 which will be filed before this Motion is heard once the necessary documentation thereof is  
5 complete. I am a partner in the law firm of Morgan, Lewis & Bockius LLP, counsel of record  
6 for Plaintiff Kazuo Okada (“Mr. Okada”). I submit this Declaration in Support of Mr. Okada’s  
7 Motion for Preliminary Injunction (“Motion”). I have personal knowledge of the facts set forth  
8 in this Declaration and, if called as a witness, I would and could competently testify thereto.

9 2. Certain of the facts set forth in Mr. Okada’s Motion are confirmed in admissions  
10 by Defendant Wynn Resorts, Ltd. (“Wynn Resorts”) in its public filings with the United States  
11 Securities and Exchange Commission (“SEC”) and other documents such as court filings and  
12 correspondence between counsel for Mr. Okada and counsel for Wynn Resorts. These are  
13 documents whose authenticity cannot reasonably be questioned. This declaration authenticates  
14 the attached Exhibits A-T, which provide evidence of those facts. For the Court’s convenience,  
15 I also summarize below in parentheses the relevant facts evidenced in each exhibit.

16 3. The exhibits hereto that are SEC filings by Wynn Resorts (Exhibits A-J, M, O, and  
17 Q-S, as described further below) were retrieved at my direction from the SEC’s publicly  
18 available Electronic Document Gathering And Retrieval (“EDGAR”) system via the SEC’s  
19 internet website, which makes available to the public all documents filed with the SEC by  
20 issuers such as Wynn Resorts. Each of these documents was created by Wynn Resorts and  
21 filed with the SEC on the date stated below. The exhibits hereto that are correspondence  
22 between Mr. Okada’s counsel and representatives and counsel for Wynn Resorts (Exhibits K-L  
23 and N, as described further below) were created in the ordinary course of business at or about  
24 the times of the events to which they relate, and were retrieved at my direction from the files  
25 and records of my firm’s engagement on behalf of Mr. Okada. The remaining exhibits hereto  
26 (Exhibits P and T, as described further below) are a transcript of a Wynn Resorts investment  
27 conference and court order, respectively, which were retrieved at my direction from the sources  
28 described below.

4. Attached as **Exhibit A** is a true and correct copy of the Definitive Proxy Statement filed by Wynn Resorts with the SEC on January 3, 2013, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312513001796/d452171ddef14a.htm>. This is the Proxy that is the subject of this Motion.

5. Attached as **Exhibit B** is a true and correct copy of the Current Report on Form 8-K filed by Wynn Resorts with the SEC on May 20, 2011, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000134100411001194/form8k.htm>. (In this document, Wynn Resorts confirms Mr. Okada's election to a three-year term as Director at the 2011 Annual Meeting of Wynn Resorts.)

6. Attached as **Exhibit C** is a true and correct copy of relevant excerpts from the Annual Report on Form 10-K filed by Wynn Resorts with the SEC on March 1, 2011, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312511050547/d10k.htm>. (This document is cited in Mr. Okada's Motion regarding Wynn Resorts' favorable stock price performance during Mr. Okada's tenure as Director.)

7. Attached as **Exhibit D** is a true and correct copy of relevant excerpts of the Definitive Proxy Statement filed by Wynn Resorts with the SEC on April 7, 2011, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312511090536/ddef14a.htm>. (In this April 2011 proxy statement, Wynn Resorts reported on the respective shareholdings of Mr. Okada and Steve Wynn, recommended that shareholders re-elect Mr. Okada to the Board and praised his value to the Company, and identified the three members of its Compliance Committee, two of whom are members of Wynn Resorts' management.)

8. Attached as **Exhibit E** is a true and correct copy of the Current Report on Form 8-K filed by Wynn Resorts with the SEC on September 12, 2011, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000114420411052285/form8-k.htm>. (In this document, Wynn Resorts confirms its receipt of a land concession from the Macau government for a 51-acre plot for its Cotai resort project.)

9. Attached as **Exhibit F** is a true and correct copy of the Form 8-K filed by Wynn Resorts with the SEC on February 22, 2012 and exhibit 99.2 thereto, consisting of the report delivered by Freeh Sporkin to the Wynn Resorts Compliance Committee on February 18, 2012, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312512071603/0001193125-12-071603-index.htm>. (This is the Freeh Sporkin report that Wynn Resorts describes in the Proxy that is the subject of this litigation as the purported basis for the Executive Committee's recommendation that Mr. Okada be removed as Director.)

10. Attached as **Exhibit G** is a true and correct copy of the Preliminary Proxy Statement filed by Wynn Resorts with the SEC on March 7, 2012, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312512100255/d310754dpre14a.htm>. (This is the preliminary proxy that Wynn Resorts filed in March 2012 to seek a vote for Mr. Okada's removal as Director but then abandoned until January 2013.)

11. Attached as **Exhibit H** is a true and correct copy of the Current Report on Form 8-K filed by Wynn Resorts with the SEC on November 7, 2012, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312512457401/d433832d8k.htm>. (This is Wynn Resorts' report of the actions taken at its 2012 Annual Meeting on November 2, 2012, reflecting no action taken with respect to Mr. Okada's directorship.)

12. Attached as **Exhibit I** is a true and correct copy of a letter that Wynn Resorts sent to shareholders on January 25, 2013, which Wynn Resorts filed with the SEC under Schedule 14A as Definitive Additional Proxy Materials on January 25, 2013, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312513024080/d473502ddefa14a.htm>. (This is a further letter sent by Wynn Resorts to shareholders on January 25, 2013 urging them to vote for Mr. Okada's removal based on the Proxy that is the subject of this litigation.)

13. Attached as **Exhibit J** is a true and correct copy of relevant excerpts from the Definitive Proxy Statement filed by Wynn Resorts with the SEC on September 20, 2012, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312512397796/d405575ddef14a.htm>. (This is Wynn Resorts' proxy statement for its

2012 Annual Meeting, which makes no effort to remove Mr. Okada as Director and, like the 2011 proxy statement described above, identified the three members of its Compliance Committee, two of whom are members of Wynn Resorts' management.)

14. Attached as **Exhibit K** is a true and correct copy of an exchange of correspondence by four e-mail messages between counsel for Mr. Okada at Paul Hastings and Louis Freeh of Freeh Sporkin on February 17, 2012, retrieved from the files and records of this engagement. (These e-mails contain Mr. Freeh's promise to Mr. Okada's counsel that Mr. Okada would have an opportunity to respond to the Freeh Sporkin report.)

15. Attached as **Exhibit L** is a true and correct copy of an exchange of correspondence by three e-mail messages between counsel for Mr. Okada at Paul Hastings and internal counsel for Wynn Resorts on February 1 and 2, 2012, retrieved from the files and records of this engagement. (These e-mails reflect Mr. Okada's agreement to the principles behind Wynn Resorts' Amended Code of Conduct and effort to resolve any issues related thereto.)

16. Attached as **Exhibit M** is a true and correct copy of relevant excerpts from the preliminary IPO prospectus (called a "Web Proof Information Pack") of Wynn Macau, Ltd., which was filed by Wynn Resorts with the SEC as an exhibit to its Current Report on Form 8-K on September 11, 2009, retrieved from the SEC's website at <http://www.sec.gov/Archives/edgar/data/1174922/000119312509190300/dex991.htm>. (This prospectus reflects Wynn Resorts' knowledge since at least 2009 that Mr. Okada's company, Universal Entertainment Corporation (then known as Aruze Corp.), competed or was reasonably expected to compete with Wynn Resorts' business in Macau.)

17. Attached as **Exhibit N** is a true and correct copy of an exchange of correspondence via e-mail messages between representatives of Mr. Okada and representatives of Wynn Resorts on October 28 and 29, 2011, as well as a letter to Mr. Okada's counsel from Wynn Resorts' counsel Robert Shapiro dated December 15, 2011, retrieved from the files and records of this engagement. (These documents reflect Mr. Okada's effort to reschedule or to obtain a recording of the Wynn Resorts FCPA compliance training session that he was unable to attend on October 31, 2011, and Wynn Resorts' refusal to do so.)

1           18. Attached as **Exhibit O** is a true and correct copy of the Current Report on Form 8-  
 2           K filed by Wynn Resorts with the SEC on December 13, 2012, retrieved from the SEC's  
 3           website at [http://www.sec.gov/Archives/edgar/data/1174922/000119312512501911/](http://www.sec.gov/Archives/edgar/data/1174922/000119312512501911/d453105d8k.htm)  
 4           [d453105d8k.htm](http://www.sec.gov/Archives/edgar/data/1174922/000119312512501911/d453105d8k.htm). (This is Wynn Resorts' report of the reduction in size of the Board and  
 5           resignation of certain Directors in December 2012.)

6           19. Attached as **Exhibit P** is a true and correct copy of the transcript of Wynn Resorts'  
 7           First Quarter 2008 conference call with investors and securities analysts on May 1, 2008,  
 8           retrieved from the Thomson Reuters Lexis/Nexis database service, which includes transcriptions  
 9           of quarterly earnings conference calls with the public of public companies such as Wynn  
 10          Resorts, which are created and made available in the ordinary course of business at or about the  
 11          times to which they relate in order to assure that the content of such conference calls is available  
 12          to all investors as required by SEC Regulation FD and other applicable law. (This transcript  
 13          includes Steve Wynn's complimentary comments about Mr. Okada and confirms his knowledge  
 14          in 2008 of the Philippines casino resort project pursued by Mr. Okada's company.)

15          20. Attached as **Exhibit Q** is a true and correct copy of the Current Report on Form 8-  
 16          K filed by Wynn Resorts with the SEC on February 23, 2006, retrieved from the SEC's website  
 17          at <http://www.sec.gov/Archives/edgar/data/1174922/000134100406000541/la400424-1a.txt>.  
 18          (This is Wynn Resorts' statement in 2006 of its initiation of efforts to seek the Cotai land  
 19          concession.)

20          21. Attached as **Exhibit R** is a true and correct copy of relevant excerpts of the Annual  
 21          Report on Form 10-K filed by Wynn Resorts with the SEC on March 1, 2007, retrieved from the  
 22          SEC's website at [http://www.sec.gov/Archives/edgar/data/1174922/000119312507044367/](http://www.sec.gov/Archives/edgar/data/1174922/000119312507044367/d10k.htm)  
 23          [d10k.htm](http://www.sec.gov/Archives/edgar/data/1174922/000119312507044367/d10k.htm). (This is Wynn Resorts' report of its donation of a \$10.1 million Ming vase to the  
 24          Macau Museum in December 2006.)

25          22. Attached as **Exhibit S** is a true and correct copy of relevant excerpts of the  
 26          Annual Report on Form 10-K filed by Wynn Resorts with the SEC on February 29, 2012,  
 27          retrieved from the SEC's website at [http://www.sec.gov/Archives/edgar/data/1174922/](http://www.sec.gov/Archives/edgar/data/1174922/000119312512089377/d272879d10k.htm)  
 28          [000119312512089377/d272879d10k.htm](http://www.sec.gov/Archives/edgar/data/1174922/000119312512089377/d272879d10k.htm). (This is Wynn Resorts' statement regarding the vital

1 importance of its Macau ventures and government relations to the Company's business and  
 2 future prospects.)

3 23. Attached as **Exhibit T** is a true and correct copy of an Order entered by the  
 4 District Court for Clark County, Nevada on October 12, 2012 and filed on October 15, 2012 in  
 5 the action entitled *Kazuo Okada v. Wynn Resorts, Ltd.*, Case No. A-12-654522-B, in which Mr.  
 6 Okada petitioned for access to books and records of Wynn Resorts based upon his rights as a  
 7 Director of the Company. I retrieved this Order from that court's publicly available on-line  
 8 document access system. (This is an order that Wynn Resorts produce certain documents  
 9 regarding its Macau business for inspection by Mr. Okada.)

10 I declare under penalty of perjury under the laws of the United States of America that the  
 11 foregoing is true and correct. Executed this 28th day of January, 2013.

12  
 13 /s/ Joseph E. Floren

14 Joseph E. Floren  
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